

**[Translation]**

**Document of the Bureau of Commerce of Shandong Province**

BCSPO No. 131 [2009]

Administrative Reply regarding the Acquisition of Superior Air Parts, Inc. of the United States of America by Weifang Freesky Aviation Science & Technology Co., Ltd.

Weifang Municipal Bureau of Foreign Trade and Economic Cooperation:

We have received your *Request for Instruction on the Acquisition of Superior Air Parts, Inc. of the United States of America by Weifang Freesky Aviation Science & Technology Co., Ltd.* (WMBFTEC No. 28 [2009]). Through study and evaluation, taking into consideration the opinion of the Consulate General of the Peoples Republic of China in Houston, we have made the following reply pursuant to the requirement of *the Measures for Administering Overseas Investment* (Order No. 5, 2009 of the Ministry of Commerce):

1. Approve Weifang Freesky Aviation Science & Technology, Ltd to acquire Superior Air Parts, Inc. of the United States of America in Dallas, USA. After the acquisition, the overseas enterprise shall have a registered capital of \$8,360,000.00 and a total investment of \$10,000,000.00, with all the investment to be contributed in cash.
2. The scope of business of the overseas enterprise shall be to manufacture and sell complete engines and as well as engine parts. The duration of the enterprise shall be 50 years.
3. Any personnel to be sent abroad must meet the conditions for working abroad. Such persons shall enter into labor agreement with the company sending him, and such agreement must be notarized by a notary public pursuant to the law. Persons sent abroad shall complete the examination and approval procedures for working abroad with the provincial bureau of commerce after receiving proper orientations for working abroad.
4. After obtaining this approval document, please instruct the applicant entity to claim its *Approval Certificate for the Overseas Investment*. The applicant entity may use this certificate to go through the formalities and procedures concerning foreign exchange, customs, and foreign affairs, and it also entitles the applicant entity to certain support based on government policies.
5. Upon the completion of registration or amendment of the foreign entity, please supervise the applicant entity to provide a copy of its overseas registration documents to this Bureau of Commerce for our record, participate in overseas enterprise annual evaluation and examination, and report statistics on its investment and business operations. Upon arrival in the U.S.A of any management personnel from China, he shall register with the Consulate General of the Peoples Republic of China in Houston, and join the Chinese chamber of commerce. The personnel sent by the Chinese enterprise shall seek guidance from the the leadership of the consulate.

6. The investing enterprise shall reinforce its safety management on overseas enterprise, and improve various preventative systems and mechanisms. The investing enterprise shall emphasize safety education to the persons working abroad, and obtain health insurance and other safety insurance for them before they go abroad. The overseas enterprise shall study and observe the relevant laws and regulations of the United States of America, operate its business in compliance with laws, and respect local customs. The overseas enterprise shall attach importance to safety, quality, intellectual property rights, and environmental protection, and perform necessary social duties. The overseas enterprise shall report important incidents regarding its operation to the Consulate General and this Bureau of Commerce.

Hereby Approved.

The Bureau of Commerce of Shandong Province /Seal/  
August 4<sup>th</sup> 2009

# 山东省商务厅文件

鲁商务境外字〔2009〕131号

## 关于同意潍坊天翔航空科技有限公司在美国 收购美国卓越发动机公司的批复

潍坊市外经贸局：

你局《关于潍坊天翔航空科技有限公司收购美国卓越发动机公司的请示》（潍外经贸境外字〔2009〕28号）悉。根据商务部《境外投资管理办法》（商务部令2009年第5号文）要求，经研究并征得我驻休斯敦总领馆经商室意见，现批复如下：

一、同意潍坊天翔航空科技有限公司在美国达拉斯市收购美国卓越航空发动机公司。收购后，该境外企业注册资本836万美元，投资总额1000万美元，全部以现汇出资。

二、该境外企业经营范围为：生产、销售发动机整机和零部件。经营期限为50年。

三、该境外企业外派常驻人员要符合外派条件，与派员单位



签订外派劳动合同并依法公证，按规定参加境外常驻人员培训后报省商务厅办理常驻人员出国审批手续。

四、接此批文后，请通知主办单位领取《企业境外投资证书》，并凭《证书》办理外汇、银行、海关、外事等相关手续，并享受国家政策支持。

五、在完成注册变更手续后，请督促企业其将境外注册文件报省商务厅备案，并按规定参加境外企业绩效评价、联合年检，上报对外投资统计报表和业务情况。中方主要负责人抵美国后，应按《境外中资企业（机构）报到登记制度》的有关要求，向我驻休斯敦总领馆经商室报到登记，并加入中资企业商会，中方派出人员须接受我领馆的领导。

六、投资主办单位要加强对境外企业的安全管理，健全安全防范的各项制度；要加强对境外常驻人员的安全教育，在常驻人员出国前为其办妥境外人身安全保险。境外企业要认真研究并遵守美国相关法律法规，依法开展生产经营活动，尊重当地风俗习惯，重视安全、质量、知识产权和环境保护，履行必要的社会责任。境外企业经营过程中的重要情况应及时向我驻美国使馆经商处和省商务厅（境外处）报告。

特此批复。

